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RSC

R. SCOTT CROSS, P.A.

Attorney at Law

R. Scott Cross
Admitted, Florida Bar 1975
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April 12, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-04/13/01--01082--003
*****70.00 *****70.00

Re: Magnus Holdings, Inc.

Gentlemen:

Enclosed are duplicate originals of the proposed Articles of Incorporation for the above captioned corporation.

Please endorse your approval of the Articles on the duplicate copy and return same to this office. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law

FILED
01 APR 13 PM 12: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A check in the amount of $70.00 is enclosed to cover the following:

Filing Fees	$ 35.00
Registered Agent Registration	$ 35.00
Total	$ 70.00

If any further charges are required, or if for any reason the Articles do not meet current requirements, please so notify the undersigned by collect telephone call at (352) 732-3925.

Very truly yours,

R Scott Cross

R. Scott Cross cap
For the Firm
RSC/cap
Enclosures

P12 4/17/01

FILED

01 APR 13 PM 12: 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF MAGNUS HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is MAGNUS HOLDINGS, INC.

ARTICLE II
Business

The corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE III
Stock

The total number of shares of stock which the corporation will have authority to issue is One Thousand (1,000) shares of One Dollar ($1.00) per share par value common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV
Registered Office and Agent

The initial address of the principal office of the corporation is 4217 Anne Court, Miami, Florida 33133.

The name and address of the corporation's registered agent and office are R. Scott Cross, 108 North Magnolia Avenue, Suite 101, Ocala, Florida 34475.

ARTICLE V
Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal By-Laws.

ARTICLE VI
Effective Date

The corporation will commence existence upon filing of these Articles of Incorporation.

ARTICLE VII
Incorporator

Following is the name and street address of the person signing these Articles as incorporator: M.J. Anson, 10915 Lakeside Drive, Coral Gables, FL 33156.

ARTICLE VIII
Stockholders as Employees

There shall be no policy prohibiting stockholders from serving as corporate officers or employees. In the event that a stockholder is employed by the corporation, said stockholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE IX
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
Amendment

This corporation may amend its certificate of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in an original certificate of incorporation made at the time of making such amendment. Every amendment shall be proposed by a stockholder and approved at a stockholders' meeting by not less than a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 30th day of March, 2001.

M J Anson
M.J. Anson

STATE OF FLORIDA
COUNTY OF MARION

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared M.J. Anson known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, and an oath was not taken. (Check one: ✓ Said person is personally known to me or __Said person provided the following type of identification:________________________.

Witness my hand and official seal in the County and State last aforesaid this 30th day of March, 2001.

Jacqueline Cundins
Notary Public
Printed Name: Jacqueline Cundins
Notary Rubber Stamp Seal:

JACQUELINE CUNDINS
MY COMMISSION # CC 839568
EXPIRES: June 8, 2003
Bonded Thru Notary Public Underwriters

ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT my designation as Registered Agent for MAGNUS HOLDINGS, INC. as set forth in ARTICLE IV of the foregoing Articles of Incorporation, this 10th day of ~~March,~~ April 2001.

R. Scott Cross

FILED
01 APR 13 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA